

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MISSOURI**

<b>BRIAN PENDLETON,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>Case No. 06CV01455 HEA</b>
	)	
<b>QUICKTRIP CORPORATION,</b>	)	
	)	
<b>Defendant.</b>	)	

**AGREED PROTECTIVE ORDER**

WHEREAS, Plaintiff, Brian Pendleton ("Pendleton"), has requested that defendant, QuikTrip Corporation ("QuikTrip"), produce to him its Policy and Procedures Manual for corporate personnel in effect in July 2004 ("Manual"); and

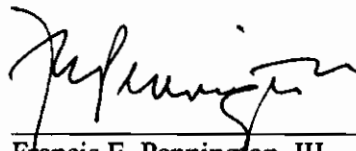
WHEREAS, QuikTrip has objected to the production of the Manual on the grounds that the Manual and the information contained therein is proprietary, that Pendleton now works for a competitor of QuikTrip and might attempt to use the Manual to the prejudice of QuikTrip, and other grounds.

NOW THEREFORE, the parties and the Court have agreed that:

1. QuikTrip will produce the Manual only to Pendleton's counsel, Francis E. Pennington III ("Pennington").
2. Pennington shall not cause or allow the distribution or publication of the Manual or any information contained in such Manual to any person or entity, including but not limited to Brian Pendleton, without either (1) the written consent of QuikTrip as evidenced by a letter signed by Richard J. Pautler; or (2) a written order from the Court allowing such distribution or publication.

3. The parties acknowledge the proprietary nature of the Manual and agree that distribution or publication of any portion of the Manual contrary to or in violation of the provisions of paragraph 2 shall subject Pennington to civil contempt and entitle QuikTrip to recover damages in an amount to be determined by the Court.

4. Notwithstanding the provisions above, the parties agree that this Order does not apply to documents previously produced by QuikTrip that have been stamped "QuikTrip Production 0539" through "QuikTrip Production 0545."

  
\_\_\_\_\_  
Francis E. Pennington, III

THOMPSON COBURN LLP

By /s/ Richard J. Pautler

Richard J. Pautler  
One US Bank Plaza 35<sup>th</sup> Floor  
St. Louis, Missouri 63101  
314-552-6000  
FAX 314-552-7000

Attorney for Defendant QuikTrip Corporation

SO ORDERED:

  
\_\_\_\_\_  
United States District Court Judge

Dated: 10-22-07